

REQUEST: NON-COMPETITIVE AMENDMENT

APPROVED

Commissioner of Finance & Administration

Date:

Each of the request items below indicates specific information that must be individually detailed or addressed as required. A REQUEST CAN NOT BE CONSIDERED IF INFORMATION PROVIDED IS INCOMPLETE, NON-RESPONSIVE, OR DOES NOT CLEARLY ADDRESS EACH OF THE REQUIREMENTS INDIVIDUALLY AS REQUIRED.

RFS #	318.66-030		
STATE AGENCY NAME:	Department of Finance and Administration Bureau of TennCare		
SERVICE CAPTION:	Managed Care organization which provides medically necessary health care services to the TennCare/Medicaid Population		
CONTRACT #	FA-02-14861-00	PROPOSED AMENDMENT #	7
CONTRACTOR:	Memphis Managed Care Corporation (TLC)		
CONTRACT START DATE:	07/01/2001		
CURRENT, LATEST POSSIBLE END DATE: (including ALL options to extend)	12/31/2005		
CURRENT MAXIMUM LIABILITY:	\$1,498,600,714.43		
LATEST POSSIBLE END DATE WITH PROPOSED AMENDMENT: (including ALL options to extend)	12/31/2006		
TOTAL MAXIMUM COST WITH PROPOSED AMENDMENT: (including ALL options to extend)	\$1,967,225,252.97		
APPROVAL CRITERIA: (select one)	<input checked="" type="checkbox"/> use of Non-Competitive Negotiation is in the best interest of the state <input type="checkbox"/> only one uniquely qualified service provider able to provide the service		
ADDITIONAL REQUIRED REQUEST DETAILS BELOW (address each item immediately following the requirement text)			
(1) description of the proposed additional service and amendment effects:			
Extends the term of current contract as well as provide funding for term extension.			
(2) explanation of need for the proposed amendment:			

We believe that it is in the best interests of the State to maintain this relationship to ensure the stability of the TennCare Program and prevent the disruption of services to TennCare enrollees.

(3) name and address of the proposed contractor's principal owner(s):
(not required if proposed contractor is a state education institution)

Memphis Managed Care Corporation
P.O. Box 49
Memphis, TN 38101

(4) documentation of OIR endorsement of the Non-Competitive procurement request:
(required only if the subject service involves information technology)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

(5) documentation of Department of Personnel endorsement of the Non-Competitive procurement request:
(required only if the subject service involves training for state employees)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

(6) description of procuring agency efforts to identify reasonable, competitive, procurement alternatives rather than to use non-competitive negotiation:

This contract is not a result of non-competitive negotiations. MCO contracts have been offered to any organization that has expressed interest, demonstrated specific qualifications outlined in the Agreements, and willingly accepted the terms of the Agreements. There are currently 6 different organizations that have MCO Contracts.

(7) justification of why the F&A Commissioner should approve a Non-Competitive Amendment:

The approval of this amendment by F&A will ensure the best interests of TennCare enrollees will be served. Based on the network of providers that provider currently has, TennCare is confident that the continuation of this agreement will prevent any disruption of services to enrollees.

AGENCY HEAD REQUEST SIGNATURE:

(must be signed by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR — signature by an authorized signatory will be accepted only in documented exigent circumstances)

SIGNATURE DATE:

AMENDMENT NUMBER 7

AMENDED AND RESTATED CONTRACTOR RISK AGREEMENT
BETWEEN
THE STATE OF TENNESSEE,
d.b.a. TENNCARE
AND
MEMPHIS MANAGED CARE CORPORATION,
d.b.a. TLC FAMILY CARE HEALTHPLAN

CONTRACT NUMBER: FA-02-14861-00

For and in consideration of the mutual promises herein contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree to clarify and/or amend the Amended and Restated Contractor Risk Agreement (CRA) by and between the State of Tennessee TennCare Bureau, hereinafter referred to as TENNCARE, and Contractor Name, hereinafter referred to as the CONTRACTOR as specified below.

Titles and numbering of paragraphs used herein are for the purpose of facilitating use of reference only and shall not be construed to infer a contractual construction of language.

1. Section 4-28 shall be deleted and replaced in its entirety so that the amended Section 4-28 shall read as follows:

4-28. Term of the Agreement

This Agreement and its incorporated attachments, if any, as well as all Amendments to this Agreement, contain all of the terms and conditions agreed upon by the parties, and when executed by all parties, supersedes any prior agreements except as stated in Section 1-7. Unless a provision contained in this Amendment specifically indicates a different effective date, for purposes of the provisions contained herein, this Amendment shall be in effect from July 1, 2001, subject to approval by the U.S. Department of Health and Human Services, Centers for Medicare & Medicaid Services. The term of this Agreement shall expire on December 31, 2005. Notwithstanding any provision herein to the contrary, this Agreement shall automatically renew for calendar year 2006 with an expiration date of December 31, 2006 unless the CONTRACTOR or the State complies with Section 4-2.(f) regarding non-renewal or unless the State approves termination of the Agreement in accordance herewith. Said renewal shall be automatic and shall not require any notice or other action.

Notwithstanding any provision herein to the contrary, the State may terminate this Agreement if the waiver governing TennCare is terminated. The documents referenced in the Agreement are on file with the CONTRACTOR and with TENNCARE and the CONTRACTOR is aware of their content. No other agreement, oral or otherwise regarding the subject matter of this Agreement, shall be deemed to exist or to bind any of the parties hereto.

2. The September 11, 1995 Amended and Restated Contractor Risk Agreement, as amended, shall be amended by deleting and replacing the date "December 31, 2004" with "December 31, 2005" in all references regarding the Stabilization Period ending December 31, 2004. This shall include, but not be limited to Sections 1-3, 3-10.h and Attachment X.D.

Amendment 7 (cont.)

All of the provisions of the original Agreement not specifically deleted or modified herein shall remain in full force and effect. Unless a provision contained in this Amendment specifically indicates a different effective date, for purposes of the provisions contained herein, this Amendment shall become effective January 1, 2005 or as of the date it is approved by the U.S. Department of Health and Human Services, Centers for Medicare & Medicaid Services.

IN WITNESS WHEREOF, the parties have by their duly authorized representatives set their signatures.

STATE OF TENNESSEE
DEPARTMENT OF FINANCE
AND ADMINISTRATION

BY: M. D. Goetz, Jr.
M. D. Goetz, Jr.
Commissioner

DATE: 12/10/2004

APPROVED BY:

STATE OF TENNESSEE
DEPARTMENT OF FINANCE
AND ADMINISTRATION

BY: _____
M. D. Goetz, Jr.
Commissioner

DATE: _____

MEMPHIS MANAGED CARE
CORPORATION

BY: Al King
Al King
President

DATE: 11-23-04

APPROVED BY:

STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY

BY: _____
John G. Morgan
Comptroller

DATE: _____

318.66-030

Department of Finance and Administration

FA-02-14861-07

Bureau of TennCare

MEMPHIS MANAGED CARE CORPORATION (TLC)

☐ V-
☐ C-

Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

7/1/2001

12/31/2006

318.66

415

134

11

☐ STARS

2002	\$107,897,462.00	\$ 189,156,800.00		\$ 297,054,062.00
2003	\$125,578,900.00	\$ 216,662,400.00		\$ 342,241,300.00
2004	\$122,140,878.32	\$ 221,581,261.65		\$ 343,722,140.97
2005	\$145,810,850.00	\$ 247,872,250.00		\$ 393,683,100.00
2006	\$145,810,850.00	\$ 247,872,250.00		\$ 393,683,100.00
2007	\$ 69,470,350.00	\$ 127,371,200.00		\$ 196,841,550.00
	\$716,709,291.32	\$ 1,250,515,961.65		\$ 1,967,225,252.97

93.778

Scott Pierce
 729 Church Street
 Nashville, TN
 (615)532-1362

Scott Pierce



Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr.,
 Commissioner of Finance and Administration, do hereby certify that
 there is a balance in the appropriation from which this obligation is
 required to be paid that is not otherwise encumbered to pay
 obligations previously incurred.

	12/31/2005	12/31/2006
FY: 02	\$297,054,062.00	
FY: 03	\$342,241,300.00	
FY: 04	\$343,722,140.97	
FY: 05	\$343,722,140.97	\$49,980,959.03
FY: 06	\$171,861,070.49	\$221,822,029.51
FY: 07		\$196,841,550.00
	\$1,498,600,714.43	\$468,624,538.54

CONTRACT SUMMARY SHEET

FY Number	318.66-030	Contract Number	FA-02-14861-06
State Agency	Department of Finance and Administration	Division	Bureau of TennCare
Contractor		Contract Identification Number	

MEMPHIS MANAGED CARE CORPORATION (TLC)	<input type="checkbox"/> V- <input type="checkbox"/> C-
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Service Description

Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date	Contract End Date
7/1/2001	12/31/2005

Alignment Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	415	134	11	<input type="checkbox"/> STARS		

FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including ALL amendments)
2002	\$ 107,897,462.00	\$ 189,156,600.00			\$ 297,054,062.00
2003	\$ 125,578,900.00	\$ 216,662,400.00			\$ 342,241,300.00
2004	\$ 122,140,879.32	\$ 221,581,261.65			\$ 343,722,140.97
2005	\$ 122,140,879.32	\$ 221,581,261.65			\$ 343,722,140.97
2006	\$ 61,070,439.66	\$ 110,790,630.82			\$ 171,861,070.49
Total	\$ 538,828,560.30	\$ 959,772,154.12			\$ 1,498,600,714.43

CTDA#	93.778	Check the box ONLY if the answer is YES
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State Fiscal Contract	<input type="checkbox"/> Subcontractor a SUBRECIPIENT (per OMB A-133) <input type="checkbox"/> Subcontractor a Vendor (per OMB A-133) <input type="checkbox"/> Is the Fiscal Year Funding STRICTLY LIMITED? <input type="checkbox"/> Subcontractor on SFARS? <input type="checkbox"/> Is the Contractor's FORM 990 ATTACHED? <input type="checkbox"/> Subcontractor's form 990 filed with Accounts?
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Procuring Agency/Budget Officer Approval Signature Dean Daniel <i>Dean Daniel</i> 6/22/04
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COMPLETE FOR ALL AMENDMENTS (ONLY)			Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.
Base Contract End Date	12/31/2005	This Amendment ONLY	
FY: 02			
FY: 03			
FY: 04			
FY: 05			
FY: 06			
Total	\$0.00	\$0.00	

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 OFFICE OF
 MANAGEMENT SERVICES

CONTRACT SUMMARY SHEET

RF# Number	318.66-030	Contract Number	FA-02-14861-05
State Agency	Department of Finance and Administration	Division	Bureau of TennCare

Contractor	MEMPHIS MANAGED CARE CORPORATION (TLC)	Contract Description Number	<input type="checkbox"/> V- <input type="checkbox"/> C-
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Service Description	Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population
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Contract Period - Start	7/1/2001	Contract Period - End	12/31/2005
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Allocation Code	State Code	Federal Code	Line Item	Special	Grant/IGDA	Subgrant Code
318.66	415	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Contractual Funds	Other Funding	Total Contract Amount (including ALL amendments)	
2002	\$ 107,897,462.00	\$ 189,156,600.00			\$ 297,054,062.00	
2003	\$ 125,578,900.00	\$ 216,662,400.00			\$ 342,241,300.00	
2004	\$ 122,140,879.32	\$ 221,581,261.65			\$ 343,722,140.97	
2005	\$ 122,140,879.32	\$ 221,581,261.65			\$ 343,722,140.97	
2006	\$ 61,070,439.66	\$ 110,790,630.82			\$ 171,861,070.49	
Total	\$ 538,828,560.30	\$ 959,772,154.12			\$ 1,498,600,714.43	

CFDA	93.778	State Fiscal Contract	Is this contract for a new fiscal year? YES
Name	Dean Daniel	Is this contract for a new contract? YES	
Address	729 Church Street	Is this contract for a new contract? YES	
Phone	Nashville, TN	Is this contract for a new contract? YES	
	(615)532-1362	Is this contract for a new contract? YES	
Procuring Agency Budget Officer Approval Signature		Is this contract for a new contract? YES	
Dean Daniel		Is this contract for a new contract? YES	
<i>Dean Daniel</i> 12/23/03		Is this contract for a new contract? YES	

COMPLETION FOR ALL AMENDMENTS		
APPROPRIATION	12/31/2005	IS AMENDMENT ON
FY: 02	\$297,054,062.00	\$0.00
FY: 03	\$342,241,300.00	\$0.00
FY: 04	\$343,722,140.97	\$0.00
FY: 05	\$343,722,140.97	\$0.00
FY: 06	\$171,861,070.49	\$0.00
Total	\$1,498,600,714.43	\$0.00

Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

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CONTRACT SUMMARY SHEET

Contract Number	318-66-030	Contract Number	FA-02-14861-04
State Agency	Department of Finance and Administration	Office	Bureau of TennCare
Contractor	MEMPHIS MANAGED CARE CORPORATION (TLC)		
Contract Identification Number		<input type="checkbox"/> V- <input type="checkbox"/> C-	

Service Description: Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date	7/1/2001	Contract End Date	12/31/2005
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Amount	ES	Other Code	Rate	STARS	Other Code	Amount
318.66	415	134	11	<input type="checkbox"/> STARS		
FY	Self-Insured	Other Funded	Other Funded	Other Funded	Other Funded	Other Funded
2002	\$ 107,897,462.00	\$ 189,156,600.00			\$	297,054,062.00
2003	\$ 125,578,900.00	\$ 216,662,400.00			\$	342,241,300.00
2004	\$ 122,140,879.32	\$ 221,581,261.65			\$	343,722,140.97
2005	\$ 122,140,879.32	\$ 221,581,261.65			\$	343,722,140.97
2006	\$ 61,070,439.66	\$ 110,790,630.82			\$	171,861,070.49
Total	\$ 538,828,560.30	\$ 959,772,154.12			\$	1,498,600,714.43

Contract Value	93.778
State Fiscal Officer	Dean Daniel
Address	729 Church Street
City	Nashville, TN
Phone	(615)532-1362

Dean Daniel *Dean Daniel* 6/30/03

FY	Self-Insured	Other Funded	Other Funded
FY: 02	\$297,054,062.00	\$0.00	\$0.00
FY: 03	\$342,241,300.00	\$0.00	\$0.00
FY: 04	\$342,241,300.00	\$1,480,840.97	\$1,480,840.97
FY: 05	\$342,241,300.00	\$1,480,840.97	\$1,480,840.97
FY: 06	\$171,120,650.00	\$740,420.49	\$740,420.49
Total	\$1,494,898,612.00	\$3,702,102.43	\$3,702,102.43

Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

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CONTRACT SUMMARY SHEET

Contract Number		Contract Number	FA-02-14861-03
State Agency	Department of Finance and Administration	Division	Bureau of TennCare
Contract Name		Contract Identification Number	
MEMPHIS MANAGED CARE CORPORATION (TLC)		<input type="checkbox"/> V- <input type="checkbox"/> C-	

Service Description
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date	Contract End Date
7/1/01	12/31/05

Allowment Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	415	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Intergovernmental Funds	Other Funds	Total Contract Amount including All Amendments	
2002	\$ 107,897,462.00	\$ 189,156,600.00			\$	297,054,062.00
2003	\$ 125,578,900.00	\$ 216,662,400.00			\$	342,241,300.00
2004	\$ 125,578,900.00	\$ 216,662,400.00			\$	342,241,300.00
2005	\$ 125,578,900.00	\$ 216,662,400.00			\$	342,241,300.00
2006	\$ 62,789,450.00	\$ 108,331,200.00			\$	171,120,650.00
Total	\$ 547,423,612.00	\$ 947,475,000.00			\$	1,494,898,612.00

Contract	93.778	Contract Description	Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population
State Fiscal Contract		Contract Description	Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population
Contract Officer	Dean Daniel	Contract Description	Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population
Address	729 Church Street Nashville, TN (615)532-1362	Contract Description	Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contracting Agency Budget Officer Approval Signature	
Dean Daniel	<i>Dean Daniel</i> 7/1/02

COMPLETION FOR AMENDMENT ONLY			Funding Certification	
FY	Contract Line Item	Amount	Pursuant to T.C.A., Section 9-6-113, I, C. Warren Neel, Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.	
FY: 02				
FY: 03				
FY: 04				
FY: 05				
FY: 06				
Total		\$0.00	\$0.00	

CONTRACT SUMMARY SHEET

Contract Number	FA-02-14861-02
State Agency	Department of Finance and Administration
Division	Bureau of TennCare
Contractor	MEMPHIS MANAGED CARE CORPORATION (TLC)
Contract Identification Number	<input type="checkbox"/> V- <input type="checkbox"/> C-

Service Description
Managed Care-Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date: 7/1/01
Contract End Date: 12/31/05

Amount	Line Item	Object Code	Fund	Star	Grant Code	Subgrant Code
318.66	415	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including Amendments)	
2002	\$ 107,897,462.00	\$ 189,156,600.00			\$	297,054,062.00
2003	\$ 125,578,900.00	\$ 216,662,400.00			\$	342,241,300.00
2004	\$ 125,578,900.00	\$ 216,662,400.00			\$	342,241,300.00
2005	\$ 125,578,900.00	\$ 216,662,400.00			\$	342,241,300.00
2006	\$ 62,789,450.00	\$ 108,331,200.00			\$	171,120,650.00
Total	\$ 547,423,612.00	\$ 947,475,000.00			\$	1,494,898,612.00
GRANT	93.778					

State Fiscal Contract	YES
Contract Payable to SUBS	YES
Contract Payable to STATE	YES
Contract Payable to COUNTY	YES
Contract Payable to LOCAL GOVT	YES
Contract Payable to FEDERAL	YES
Contract Payable to OTHER	YES
Contract Payable to STATE	YES
Contract Payable to COUNTY	YES
Contract Payable to LOCAL GOVT	YES
Contract Payable to FEDERAL	YES
Contract Payable to OTHER	YES

Signature: Dean Daniel
Date: 7/1/02

COMPLETION OF ALL AMENDMENTS		
FY	Contract Amount	Amendments
FY: 02	\$297,054,062.00	\$0.00
FY: 03	\$297,054,062.00	\$45,187,238.00
FY: 04	\$297,054,062.00	\$45,187,238.00
FY: 05	\$297,054,062.00	\$45,187,238.00
FY: 06	\$148,527,031.00	\$22,593,619.00
Total	\$1,336,743,279.00	\$158,155,333.00

Pursuant to T.C.A., Section 9-6-113, I, C. Warren Neel, Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

CONTRACT SUMMARY SHEET

RFS Number:		Contract Number: FA-02-14861-01	
State Agency: Department of Finance and Administration		Division: Bureau of TennCare	
Contractor		Contractor Identification Number	
Memphis Managed Care Corporation (TLC)		<input type="checkbox"/> V- <input type="checkbox"/> C-	
Service Description			
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population			
Contract Begin Date		Contract End Date	
7/01/01		12/31/05	
Allotment Code	Cost Center	Object Code	Fund
318.66	109	134	11
		<input type="checkbox"/> on STARS	
FY	State Funds	Federal Funds	Interdepartmental Funds
2002	\$107,897,462	\$189,156,600	
2003	\$107,897,462	\$189,156,600	
2004	\$107,897,462	\$189,156,600	
2005	\$107,897,462	\$189,156,600	
2006	\$53,948,731	\$94,578,300	
Total:	\$485,538,579	\$851,204,700	
CFDA #	93.778	Check the box ONLY if the answer is YES:	
State Fiscal Contact		Is the Contractor a SUBRECIPIENT? (per OMB A-133)	
Name: Dean Daniel		Is the Contractor a VENDOR? (per OMB A-133)	
Address: 729 Church Street		Is the Fiscal Year Funding STRICTLY LIMITED?	
Phone: Nashville, TN		Is the Contractor on STARS?	
(615) 532-1362		Is the Contractor's FORM W-9 ATTACHED?	
Procuring Agency Budget Officer Approval Signature		Is the Contractors Form W-9 Filed with Accounts?	
Dean Daniel <i>Dean Daniel</i> 6/5/02			
COMPLETE FOR ALL AMENDMENTS (only)		Funding Certification	
Base Contract & Prior Amendments	This Amendment ONLY	Pursuant to T.C.A., Section 9-6-113, I, C. Warren Neel, Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.	
END DATE →			
Y:			
Y:			
Y:			
Y:			
Total:			

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